

MATTHEWS & BRANSCOMB

A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

ONE ALAMO CENTER

106 S. ST. MARY'S STREET

SAN ANTONIO, TEXAS 78205-3692

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CORPUS CHRISTI, TEXAS 78477-0129
512-888-9261

TELEPHONE 512-226-4211
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AUSTIN, TEXAS 78701-4041
512-320-5055

March 5, 1993

3-067A066

Interstate Commerce Commission
Twelfth Street and Constitution Avenue, N.W.
Washington, D.C. 20423

Attention: Mildred Lee
Recordation Department

RE: ICC Recordation: December 9, 1991
Transaction No. 17616

Dear Ms. Lee:

Please find enclosed three (3) originally executed and notarized Releases of Subordination Agreement regarding the above-referenced ICC Recordation.

Further enclosed please find our firm check in the amount of \$16.00 in payment of your recording fee. I have also enclosed a duplicate of this transmittal letter. Please stamp such duplicate transmittal letter evidencing your receipt of the above-referenced filing and return it to me in the enclosed, self-addressed and stamped envelope.

After the Release is recorded, please return an original, stamped with recording verification, and any extra copies not needed by your office for recordation, to the undersigned.

If you have any questions regarding the enclosed, please do not hesitate to contact Dan Elder or the undersigned at (210) 226-4211. Thank you for your time and attention to this matter.

Sincerely yours,

Melinda Dietz
Melinda Dietz
Legal Assistant
to Daniel M. Elder

Enclosures

ABB07576/DME:MD:md

RECORDATION NO. 17616-A
FILED 1425

MAR 8 1993 3:05 PM

INTERSTATE COMMERCE COMMISSION

MAR 8 2 59 PM '93
MOTOR OPERATING UNIT

Interstate Commerce Commission
Washington, D.C. 20423

3/8/93

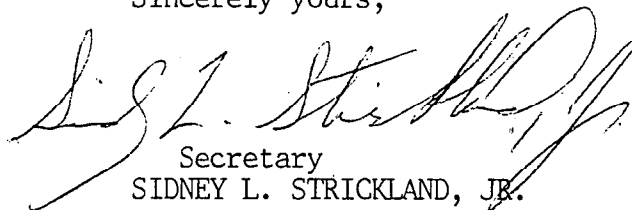
OFFICE OF THE SECRETARY

Melinda Dietz
Legal Assistant
Matthews & Branscomb
One Alamo Center
106 S. St. Mary's Street
St Antonio Texas 78205-3692

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on **3/8/93** at **3:05pm**, and assigned
recordation number(s). **17616-A**

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

RELEASE OF SUBORDINATION AGREEMENT MAR 8 1993 3:05 PM

DATE: February 22, 1993

INTERSTATE COMMERCE COMMISSION

SUBORDINATED CREDITORS: TRANSCISCO INDUSTRIES, INC.
555 California Street, Suite 2420
San Francisco, CA 94104

TRANSCISCO RAIL SERVICES COMPANY
555 California Street, Suite 2420
San Francisco, CA 94104

SECURED PARTY: TEXAS SOUTHERN RAILROAD, INC.
c/o Willard King
8620 North New Braunfels, Suite 541
San Antonio, Texas 78217

DOCUMENT BEING RELEASED: Subordination Agreement dated October 25, 1991, between Subordinated Creditors and Secured Party and which covers the following described collateral.

ICC RECORDATION: December 9, 1991-Transaction #17616

COLLATERAL:

1. Ex SF 1389, Budd 1941, Lot 96907, Bar 48 seat Lounge, Newsstand, Nurse Room
2. Ex-NYC 406, Budd 1947, Lot 9610-023, 68-seat Dinner Table Car
3. EX-IC 4128, Pullman Standard 1950, Plan 7605 68-seat Dining Car
4. EX-IC 4128A, Pullman Standard 1950, Plan 7607 Kitchen Dormitory
5. EX-WP ATSF 1371 (Nambe) 25-seat Club Lounge/Dormitory, Lot #979
6. EX-WP 812 (Silver Feather) California Zephyr 70-seat Dome Coach/Lounge, Lot #9656-021
7. EX-CO 1920 48 Seat Diner - BE-OBSERVATION, Lot 9672-017
8. EX-ATSF 500 63 Seat Dome Club Lounge, Lot 6836

including all proceeds, revenues and rents of any and all types from any sale, lease, or other disposition thereof and all leases pertaining thereto.

For good and valuable consideration, receipt of which is hereby acknowledged, Secured Party hereby releases and discharges all security interests it may have in the above-described collateral, and all rights it may have under and pursuant to the Subordination Agreement.

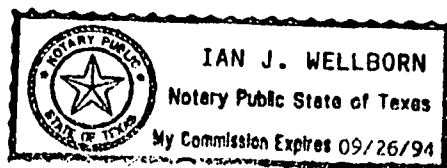
TEXAS SOUTHERN RAILROAD, INC.

BY: Willard King
Willard King,
Authorized Representative

STATE OF TEXAS §
 §
COUNTY OF BEXAR §

Before me, the undersigned authority, on this day personally appeared WILLARD KING, Authorized Representative of Texas Southern Railroad, Inc., a Texas corporation, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he executed the same for the purpose and consideration therein expressed, and in the capacity therein stated, and as the act and deed of said Corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this the 22nd day of February, 1993.



Ian J. Wellborn
Notary Public, State of Texas

IAN J. WELLBORN
Printed Name of Notary

My Commission Expires: 9/26/94

ABB073DA